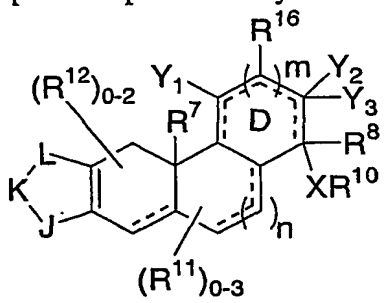
WHAT IS CLAIMED IS:

1. A compound represented by Formula I



I

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

n and m are each independently 0, 1 or 2;

J is selected from NR^1 or $C(R^1)(R^2)$;

K is selected from NR^3 or $C(R^3)(R^4)$;

L is selected from NR^5 or $C(R^5)(R^6)$;

X is a bond, -C(O), $-N(R^{14})$-, $-N(R^{14})$-C(O)-, -C(O)-$N(R^{14})$-, $-N(R^{14})$-$S(O)_k$-, $-N(R^{14})$-C(O)-NH- or $-S(O)_k$-$N(R^{14})$;

k is 0, 1 or 2;

R^1 and R^{10} are each independently selected from the group consisting of:

(1) C_{1-6}alkyl,
(2) C_{2-6}alkenyl,
(3) C_{2-6}akynyl,
(4) C_{3-6}cycloalkyl,
(5) C_{1-6}alkoxy,
(6) C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2,

(7) aryl,
(8) aryl C_{1-6}alkyl,
(9) HET,
(10) -C_{1-6}alkyl-HET,
(11) aryloxy,
(12) aroyloxy,
(13) aryl C_{2-6}alkenyl,
(14) aryl C_{2-6}alkynyl,
(15) hydrogen,
(16) hydroxyl and
(17) cyano

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR^{13}, $N(R^{14})_2$, C_{3-6}cycloalkyl and C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl,
(f) C_{2-6}akynyl,
(g) C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2,
(h) aryl,
(i) aryl-$S(O)_k$-, wherein k is 0, 1 or 2,
(j) HET,
(k) aryl C_{1-6}alkyl,
(l) aroyl,
(m) aryloxy,

(n) aryl C_{1-6}alkoxy,

(o) CN and

(p) C_{3-6}cycloalkyl,

wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and C_{1-4}alkyl,

R^2, R^3, R^4, R^5 and R^6 are each independently selected from the group consisting of:

(1) hydrogen,

(2) halo,

(3) C_{1-6}alkyl,

(4) C_{2-6}alkenyl,

(5) C_{2-6}akynyl,

(6) C_{3-6}cycloalkyl,

(7) C_{1-6}alkoxy,

(8) C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2,

(9) aryl,

(10) aryl C_{1-6}alkyl,

(11) HET and

(12) -C_{1-6}alkyl-HET,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13}, $N(R^{14})_2$ and C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of

substituable positions with a substituent independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl,
(f) C_{2-6}akynyl and
(g) C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$,

or R^1 and R^3 or R^3 and R^5 may be joined together to form a double bond;

R^7 is selected from the group consisting of:

(1) hydrogen,
(2) OR^{13},
(3) C_{1-4}alkyl,
(4) aryl and
(5) aryl C_{1-4}alkyl,

wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl and

(f) C_{2-6}akynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$;

each Y_1 , Y_2 and Y_3 are independently selected from the group consisting of:

(1) hydrogen,
(2) -O-R^9,
(3) -$S(O)_k$-R^9, wherein k is 0, 1 or 2,
(4) -C-W-R9, wherein W is O or S(O)k,
(5) -$N(R^{15})2$,
(6) -$S(O)_k$-$N(R^{15})_2$,
(7) -$N(R^{15})$-S(O)k-$N(R^{15})_2$,
(8) NO_2,
(9) -C(O)-R^{15},
(10) -C(O)O-R^{15},
(11) -CN,
(12) halo,
(13) -O-$S(O)_k$-R^{15} and
(14) C_{1-4}alkyl, optionally substituted with from 1 to 6 halo groups,

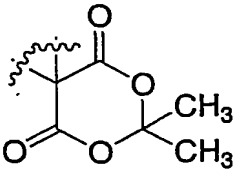
with the proviso that when Y_2 is hydrogen, Y_3 is –C(O)-R^{15}, R^{15} is C_{1-6}alkyl and X is –C(O) then R^{10} is not C_{1-6}alkyl, and

with the proviso that when Y_2 is –C(O)-R^{15}, Y_3 is hydrogen, R^{15} is C_{1-6}alkyl and X is –C(O) then R^{10} is not C_{1-6}alkyl, and

with the proviso that when Y_2 and Y_3 are both hydrogen, X is a bond and R^{10} is HET, then said HET is defined as a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

R^8 is selected from the group consisting of: hydrogen, C_{1-6}alkyl, C_{1-6}alkoxy, -C_{1-6}alkyl-C(O)OH and -C_{1-6}alkyl-C(O)O-C_{1-6}alkyl, wherein the C_{1-6}alkyl portion is optionally mono, di or tri substituted with halo; or where R^8 and

-XR^{10} together with the carbon atom to which they are attached form the spiro group:



R^9 is selected from the group consisting of: hydrogen, C_{1-12}alkyl and aryl, wherein C_{1-12}alkyl and aryl are optionally substituted from one up to the maximum number of substituents with halo;

each R^{11}, R^{12} and R^{16} is independently selected from the group consisting of:

(1) hydrogen,
(2) halo,
(3) C_{1-6}alkyl,
(4) C_{2-6}alkenyl,
(5) C_{1-6}alkoxy and
(6) hydroxy,

wherein items (3) to (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{12}, $N(R^{13})_2$ and C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2,

or R^{16} may additionally be hydrogen;

each R^{13} and R^{14} is independently selected from the group consisting of hydrogen and C_{1-4}alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo; and

each R^{15} is independently selected from the group consisting of: hydrogen, C_{1-6}alkyl, aryl and C_{1-12}alkoxycarbonyl, wherein said C_{1-6}alkyl and C_{1-12}alkoxycarbonyl are optionally substituted from one up to the maximum number of substituable positions with halo and said aryl is optionally substituted from one up to

the maximum number of substituable positions with halo and C_{1-4}alkyl, optionally substituted with 1-3 halo groups.

2. A compound according to Claim 1 wherein:

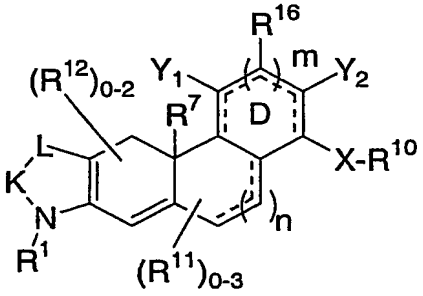
J is NR^1;

K is NR^3;

L is $C(R^5)(R^6)$; and

R^3 and R^5 are joined together to form a double bond.

3. A compound according to Claim 1 of Formula Ia:



Ia

4. A compound according to Claim 1 wherein R^1 is phenyl or pyridyl said phenyl or pyridyl or optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,
(b) OCH_3,
(d) CH_3,
(e) CN.

5. A compound according to Claim 4 wherein R^1 is phenyl, optionally mono or di-substituted with halo.

6. A compound according to Claim 3 wherein Y_1 is hydrogen.

7. A compound according to Claim 3 wherein R^{16} is hydrogen.

8. A compound according to Claim 6 wherein R^{12} is hydrogen.

9. A compound according to Claim 3 wherein R^7 is methyl.

10. A compound according to Claim 1 wherein
X is a bond, -C(O), $-N(R^{14})-$, $-N(R^{14})-C(O)-$, $-C(O)-N(R^{14})-$, $-N(R^{14})-C(O)-NH-$; and
R^{14} is hydrogen or methyl.

11. A compound according to Claim 1 wherein
X is a bond, -C(O), $-N(R^{14})-$, $-N(R^{14})-C(O)-$, $-C(O)-N(R^{14})-$, $-N(R^{14})-C(O)-NH-$;
Y_1 is hydrogen;
R^1 is phenyl, optionally mono or di-substituted with halo;
R^7 is methyl.
R^{11} is hydrogen;
R^{12} is hydrogen;
R^{14} is hydrogen or methyl;
R^{16} is hydrogen; and
R^{10} are each independently selected from the group consisting of:

(1) C_{1-4}alkyl,
(2) C_{2-4}alkenyl,
(3) C_{2-4}akynyl,
(4) C_{3-6}cycloalkyl,
(5) C_{1-4}alkoxy,
(6) aryl,
(7) aryl C_{1-4}alkyl,
(8) HET,

(9) -C_{1-4}alkyl-HET,
(10) aryloxy,
(11) aroyloxy,
(12) aryl C_{2-4}alkenyl,
(13) aryl C_{2-6}alkynyl,

wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13}, $N(R^{14})_2$, C_{3-6}cycloalkyl and C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2, and

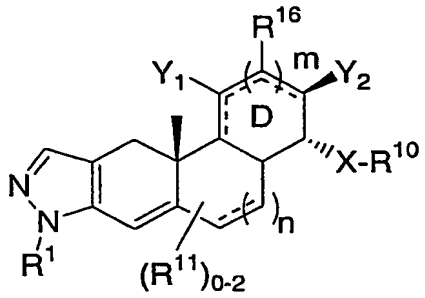
wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-4}alkyl,
(e) C_{2-4}alkenyl,
(f) C_{2-4}akynyl,
(g) aryl,
(h) HET,
(i) aryl C_{1-6}alkyl,
(j) aroyl,
(k) aryloxy,
(l) aryl C_{1-6}alkoxy and
(m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from with one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} and C_{1-4}alkyl,

12. A compound according to Claim 1 of Formula Ib



Ib

wherein:

m is 0 or 1,

n is 0 or 1,

R^1 is phenyl, optionally mono or di-substituted with halo;

R^{10} are each independently selected from the group consisting of:

(1) C_{1-6}alkyl,

(2) C_{2-6}alkenyl,

(3) C_{2-6}akynyl,

(4) C_{3-6}cycloalkyl,

(5) C_{1-6}alkoxy,

(6) C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2,

(7) aryl,

(8) aryl C_{1-6}alkyl,

(9) HET,

(10) -C_{1-6}alkyl-HET,

(11) aryloxy,

(12) aroyloxy,

(13) aryl C_{2-6}alkenyl,

(14) aryl C_{2-6}alkynyl,

(15) hydrogen, and

(16) hydroxy

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13}, $N(R^{14})_2$, C_{3-6}cycloalkyl and C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl,
(f) C_{2-6}akynyl,
(g) C_{1-6}alkyl-$S(O)_k$-, wherein k is 0, 1 or 2,
(h) aryl,
(i) aryl-$S(O)_k$-, wherein k is 0, 1 or 2,
(j) HET,
(k) aryl C_{1-6}alkyl,
(l) aroyl,
(m) aryloxy,
(n) aryl C_{1-6}alkoxy and
(o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR^{13} and C_{1-4}alkyl,

each R^{13} and R^{14} is independently selected from the group consisting of hydrogen and C_{1-4}alkyl, optionally substituted from one to three halo groups;

R^{16} and each R^{11} are independently selected from the group consisting of:

(1) hydrogen,
(2) halo,
(3) methyl,
(4) methoxy, and
(5) hydroxy;

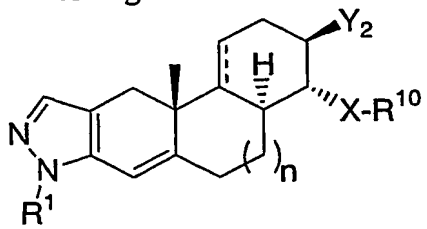
Y_1 and Y_2 are each selcected from the group consisting of:

(1) hydrogen,
(2) hydroxy,
(3) halo,
(4) methyl,
(5) $-NO_2$,
(6) -CN,
(6) mono, di or tri halo substituted methyl,

X is a bond, -C(O), $-N(R^{14})$-, $-N(R^{14})$-C(O)-, -C(O)-$N(R^{14})$-, $-N(R^{14})-S(O)_k$-, $-N(R^{14})$-C(O)-NH- or $-S(O)_k-N(R^{14})$;

13. A compound according to Claim 12 wherein Y_1, R^{11} and R^{16} are each hydrogen.

14. A compound according to Claim 12 of Formula Ic:



Ic

wherein

n is 0 or 1,

R^1 is phenyl, optionally mono or di-substituted with halo;

R^{10} is selected from the group consisting of:

(1) C_{1-6}alkyl,
(2) C_{2-6}alkenyl,

(3) C_{2-6}akynyl,
(4) C_{3-6}cycloalkyl,
(5) C_{1-6}alkoxy,
(6) C_{1-6}alkyl-S(O)$_k$-, wherein k is 0, 1 or 2,
(7) aryl,
(8) aryl C_{1-6}alkyl,
(9) HET,
(10) -C_{1-6}alkyl-HET,
(11) aryloxy,
(12) aroyloxy,
(13) aryl C_{2-6}alkenyl,
(14) aryl C_{2-6}alkynyl,
(15) hydrogen, and
(16) hydroxy

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13}, N(R^{14})$_2$, C_{3-6}cycloalkyl and C_{1-6}alkyl-S(O)$_k$-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) N(R^{14})$_2$,
(d) C_{1-6}alkyl,
(e) C_{2-6}alkenyl,
(f) C_{2-6}akynyl,
(g) C_{1-6}alkyl-S(O)$_k$-, wherein k is 0, 1 or 2,
(h) aryl,
(i) aryl-S(O)$_k$-, wherein k is 0, 1 or 2,
(j) HET,

(k) aryl C_{1-6}alkyl,

(l) aroyl,

(m) aryloxy,

(n) aryl C_{1-6}alkoxy and

(o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} and C_{1-4}alkyl,

each R^{13} and R^{14} is independently selected from the group consisting of hydrogen and C_{1-4}alkyl, optionally substituted with from one to three halos;

R^{16} and each R^{11} are independently selected from the group consisting of:

(1) hydrogen,

(2) halo,

(3) methyl,

(4) methoxy, and

(5) hydroxy;

Y_1 and Y_2 are each selcected from the group consisting of:

(1) hydrogen,

(2) hydroxy,

(3) halo,

(4) methyl,

(5) $-NO_2$,

(6) -CN,

(6) mono, di or tri halo substituted methyl,

X is a bond, -C(O), $-N(R^{14})-$, $-N(R^{14})-C(O)-$, $-C(O)-N(R^{14})-$, $-N(R^{14})-S(O)_k-$, $-N(R^{14})-C(O)-NH-$ or $-S(O)_k-N(R^{14})$;

15. The compound according to Claim 13 wherein

X is a bond, -C(O), $-N(R^{14})-$, $-N(R^{14})-C(O)-$, $-C(O)-N(R^{14})-$, $-N(R^{14})-C(O)-NH-$;

R^{13} and R^{14} are each independently selected from hydrogen or methyl; and

R^{10} are each independently selected from the group consisting of:

(1) C_{1-4}alkyl,
(2) C_{2-4}alkenyl,
(3) C_{2-4}akynyl,
(4) C_{3-6}cycloalkyl,
(5) C_{1-4}alkoxy,
(6) aryl,
(7) aryl C_{1-4}alkyl,
(8) HET,
(9) -C_{1-4}alkyl-HET,
(10) aryloxy,
(11) aroyloxy,
(12) aryl C_{2-4}alkenyl,
(13) aryl C_{2-6}alkynyl,

wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from to three substituents independently selected from the group consisting of: halo, OR^{13}, $N(R^{14})_2$, C_{3-6}cycloalkyl and C_{1-6}alkyl-$S(O)_k$-,

wherein k is 0, 1 or 2, and

wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-4}alkyl,
(e) C_{2-4}alkenyl,
(f) C_{2-4}akynyl,
(g) aryl,
(h) HET,
(i) aryl C_{1-6}alkyl,
(j) aroyl,

(k) aryloxy,
(l) aryl C_{1-6}alkoxy and
(m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} and C_{1-4}alkyl.

16. The compound according to Claim 15 wherein
X is a bond, -C(O), $-N(R^{14})-$, $-N(R^{14})-C(O)-$, $-C(O)-N(R^{14})-$, $-N(R^{14})-C(O)-NH-$;
R^{13} and R^{14} are each independently from hydrogen or methyl; and
R^{10} are each independently selected from the group consisting of:
(1) C_{3-6}cycloalkyl,
(2) aryl,
(3) aryl C_{1-4}alkyl,
(4) HET,
(5) $-C_{1-4}$alkyl-HET,
(6) aryl C_{2-4}alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13}, $N(R^{14})_2$, and

wherein the aryl portion of items (2), (3), (6) and the HET portion of item (4) and (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:
(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-4}alkyl,
(e) C_{2-4}alkenyl,
(f) C_{2-4}akynyl,

(g) aryl,
(h) HET,
(i) aryl C_{1-6}alkyl,
(j) aroyl,
(k) aryloxy,
(l) aryl C_{1-6}alkoxy and
(m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and C_{1-4}alkyl.

17. The compound according to Claim 16 wherein
R^{10} are each independently selected from the group consisting of:
(1) C_{3-6}cycloalkyl,
(2) aryl,
(3) aryl C_{1-4}alkyl,
(4) HET,
(5) -C_{1-4}alkyl-HET,
(6) aryl C_{2-4}alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13}, $N(R^{14})_2$, and

wherein the HET portion of item (4) and (5) are optionally substituted with from one to three substituents selected from the group consisting of C_{1-4}alkyl and aryl, and

wherein the aryl portion of items (2), (3), (6) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

(a) halo,
(b) OR^{13},
(c) $N(R^{14})_2$,
(d) C_{1-4}alkyl,
(e) C_{2-4}alkenyl,
(f) C_{2-4}akynyl,
(g) aryl,
(h) HET,
(i) aryl C_{1-6}alkyl,
(j) aroyl,
(k) aryloxy,
(l) aryl C_{1-6}alkoxy and
(m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and C_{1-4}alkyl.

18. The compound according to Claim 3 wherein Y_2 is CF_3.

19. The compound according to Claim 18 wherein R^{10} is selected from the group consisting of:

(1) phenyl,
(2) benzyl, and
(3) HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

wherein groups (1) to (3) above are optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

(a) halo,

(b) C_{1-4}alkyl, optionally substituted with hydroxy or 1 to 3 halo groups,

(c) C_{1-4}alkoxy, optionally substituted with 1 to 3 halo groups,

(d) NH_2,

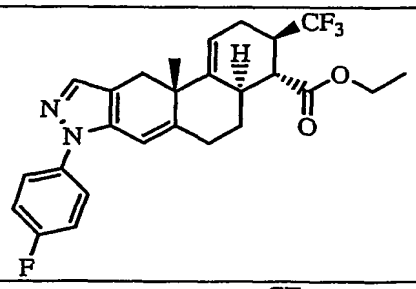
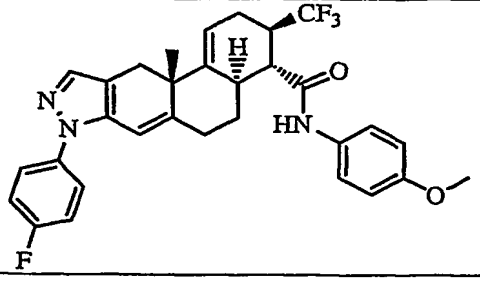
(e) hydroxy, and

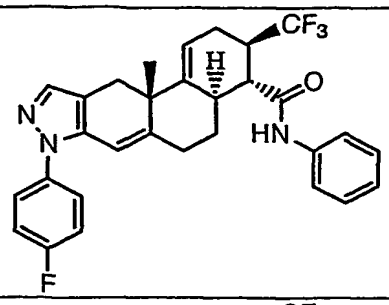
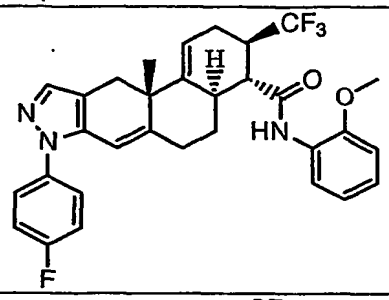
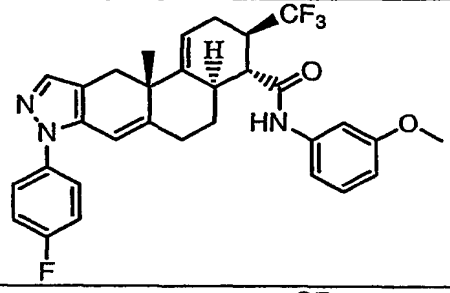
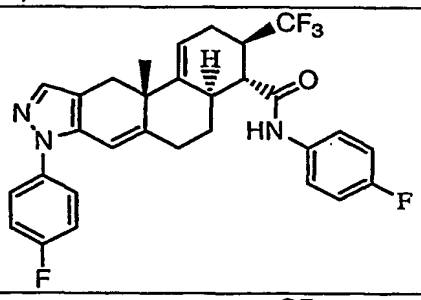
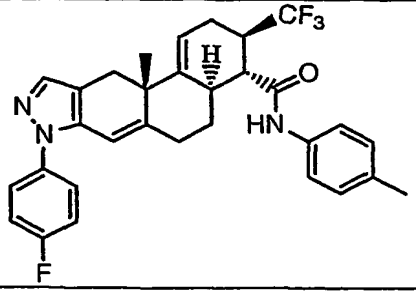
(e) phenyl or benzyl.

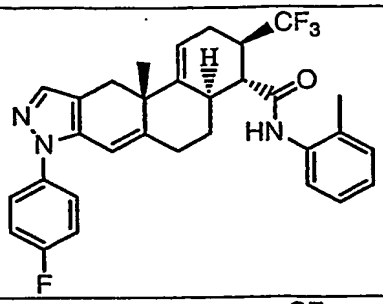
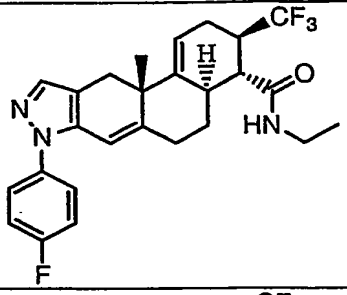
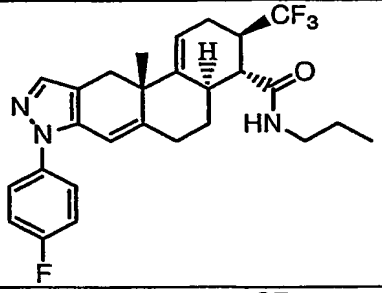
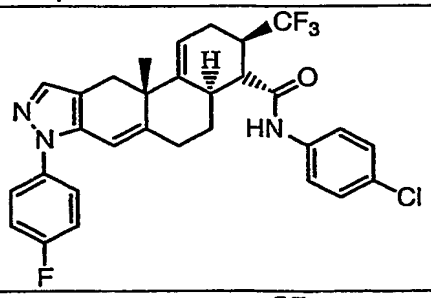
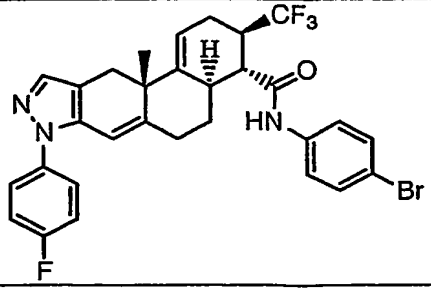
20. The compound according to Claim 3 wherein Y_2 is hydrogen, X is a bond and R^{10} is HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N.

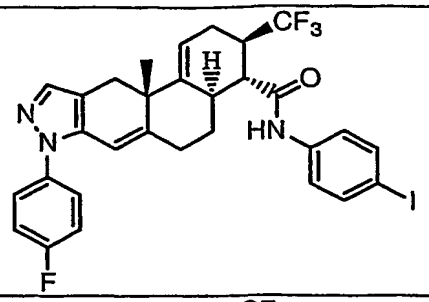
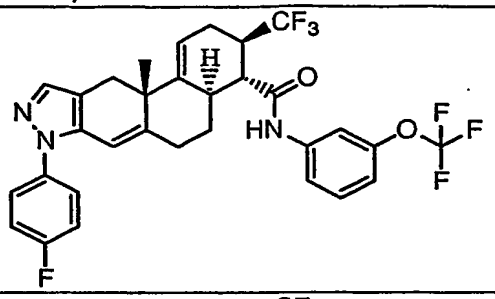
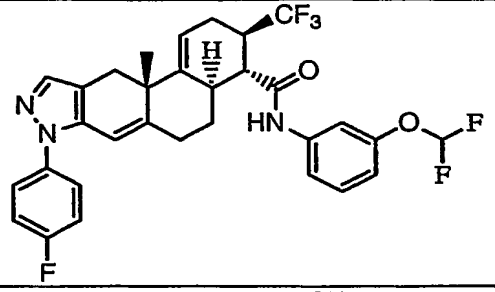
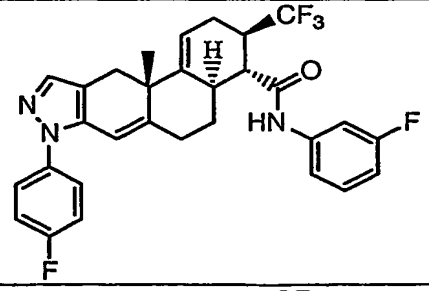
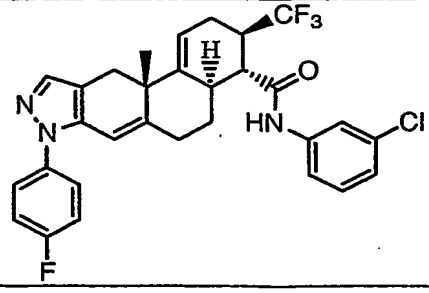
21. The compound according to Claim 20 wherein HET is selected from oxazolyl and imidazolyl.

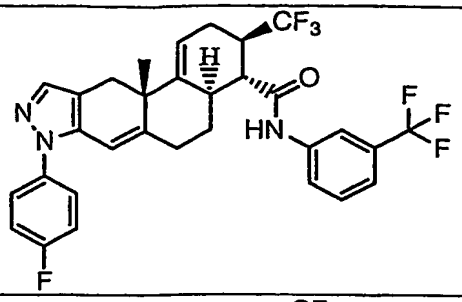
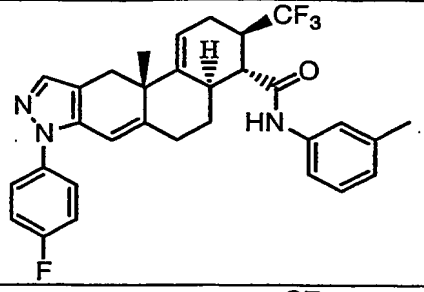
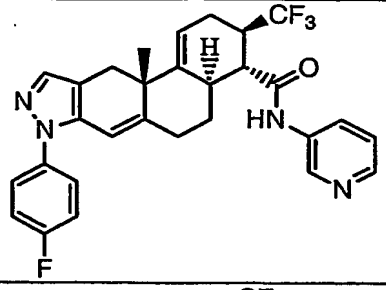
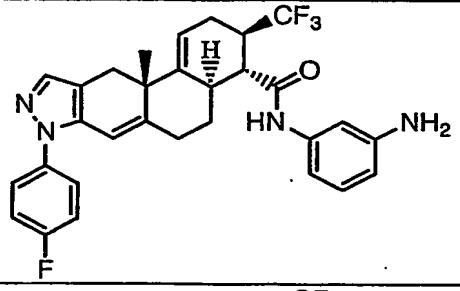
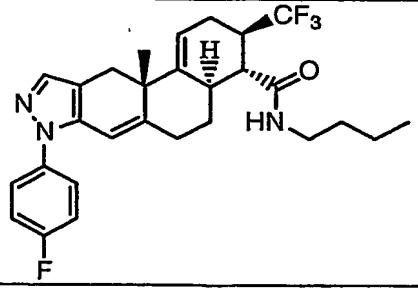
22. A compound selected from the group consisting of:

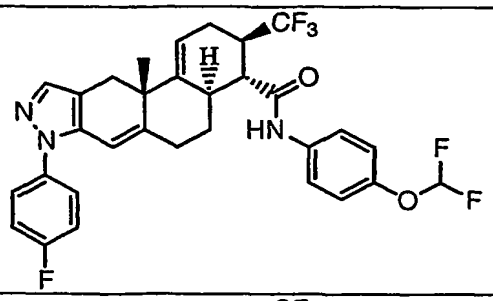
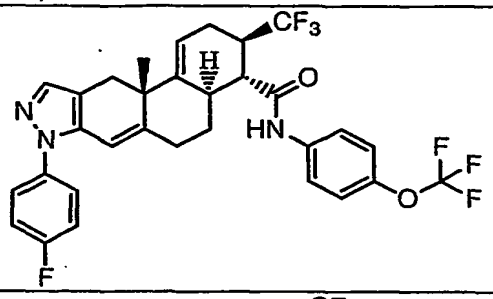
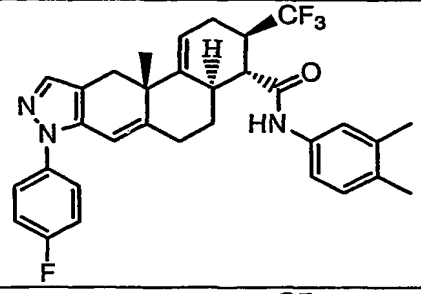
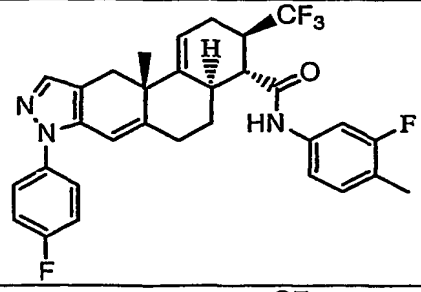
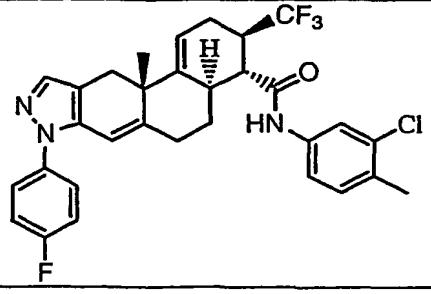
1	
2	

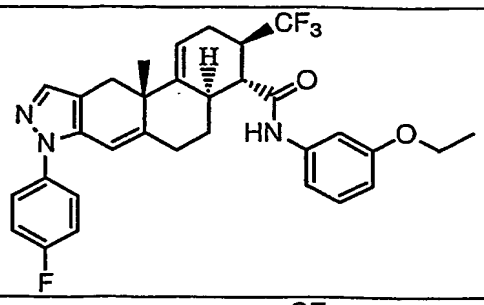
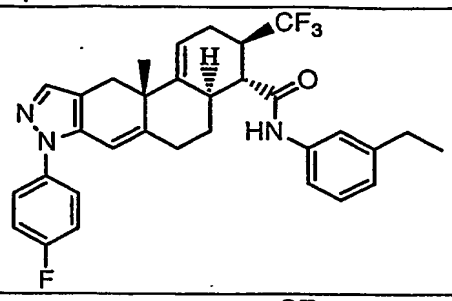
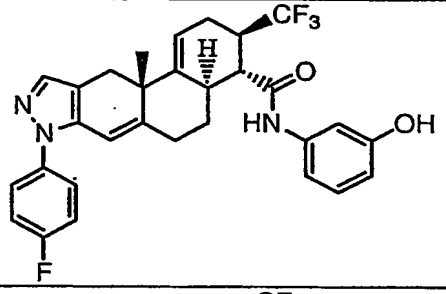
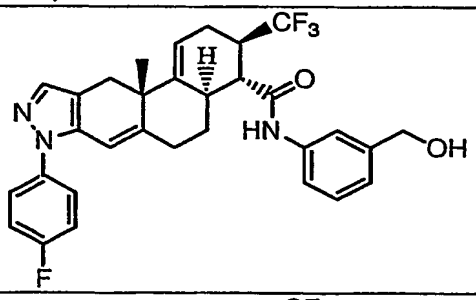
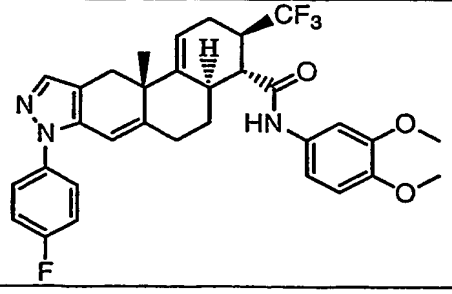
3	
4	
5	
6	
7	

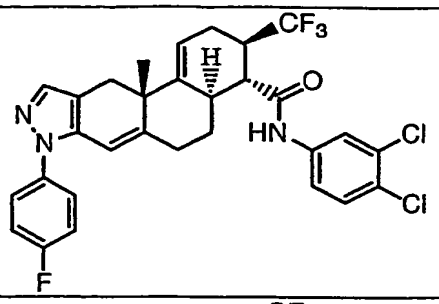
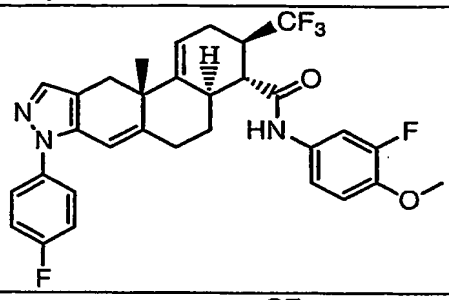
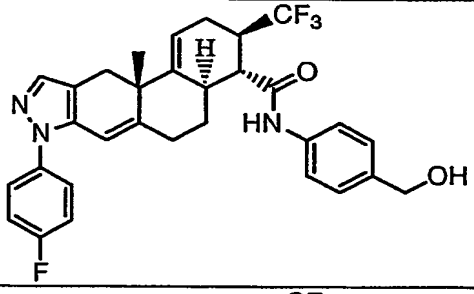
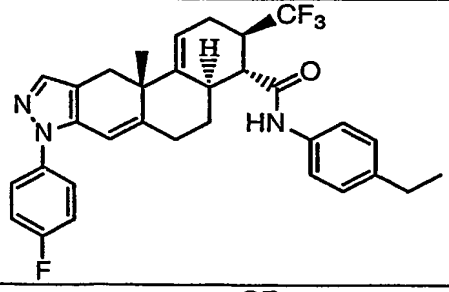
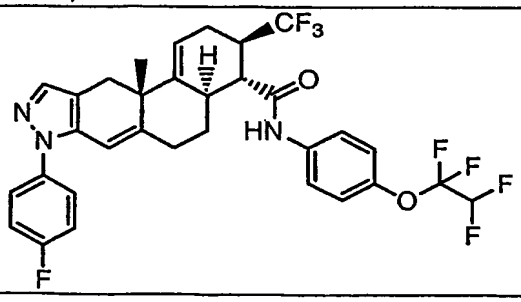
8	
9	
10	
11	
12	

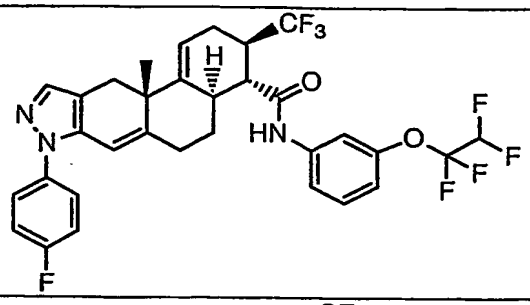
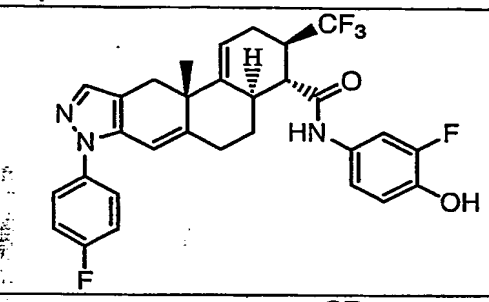
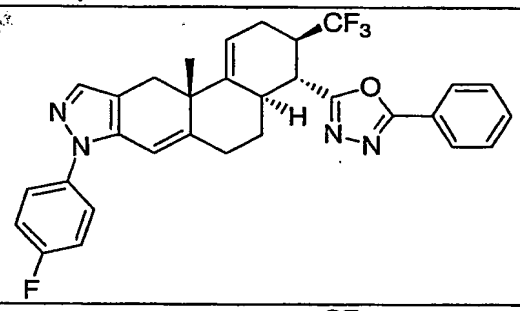
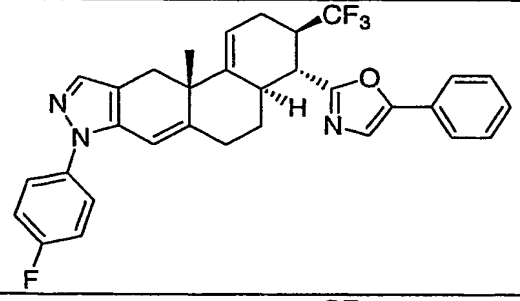
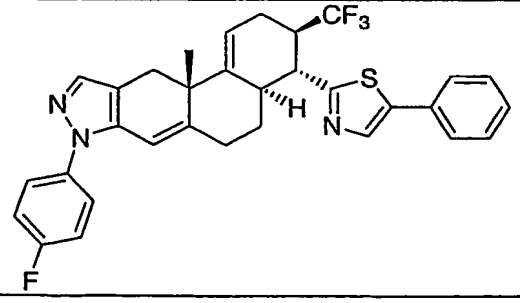
13	
14	
15	
16	
17	

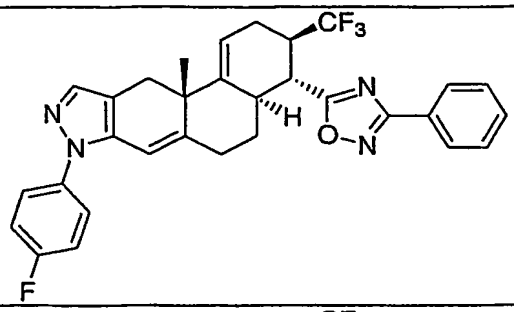
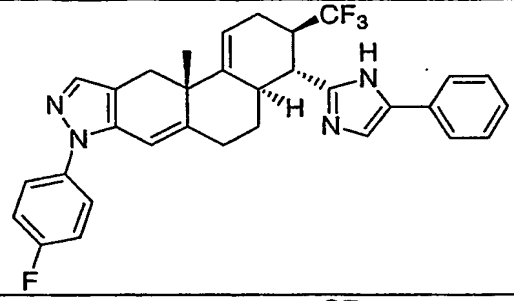
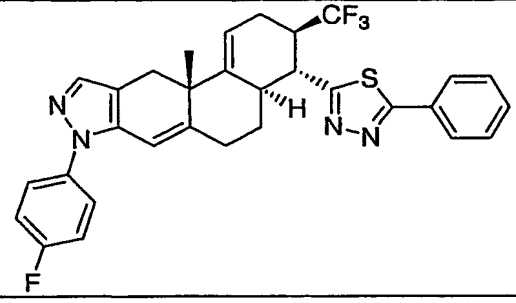
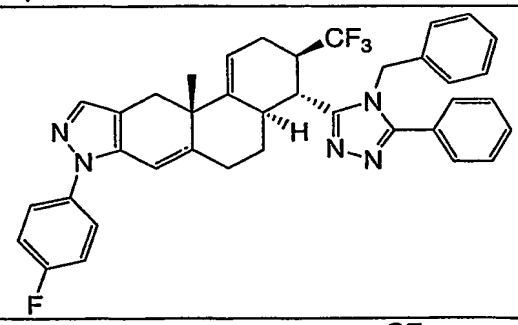
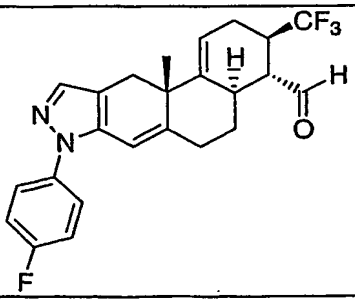
18	
19	
20	
21	
22	

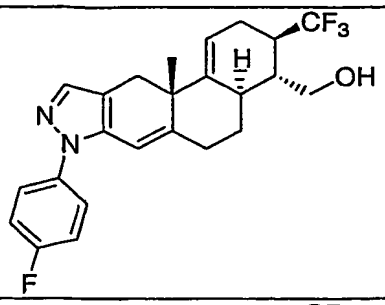
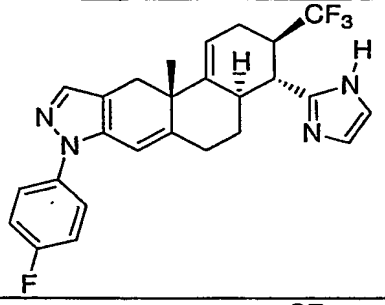
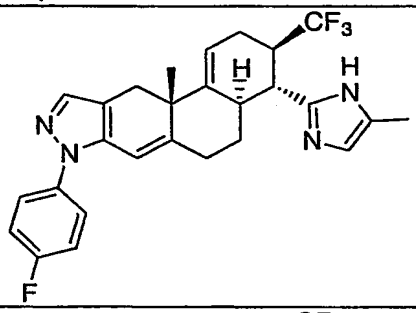
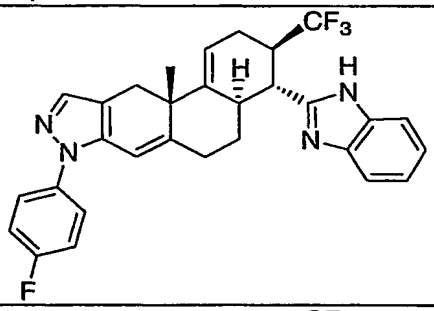
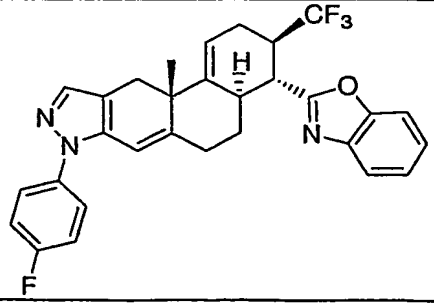
23	
24	
25	
26	
27	

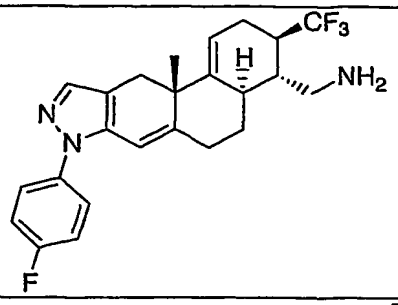
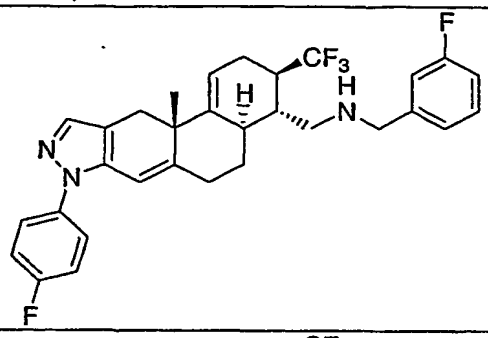
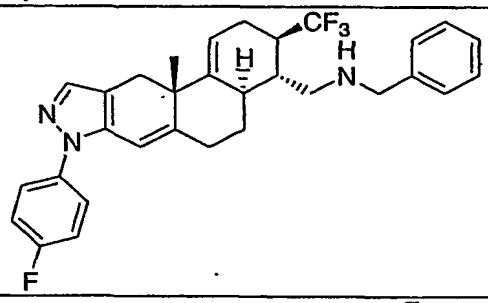
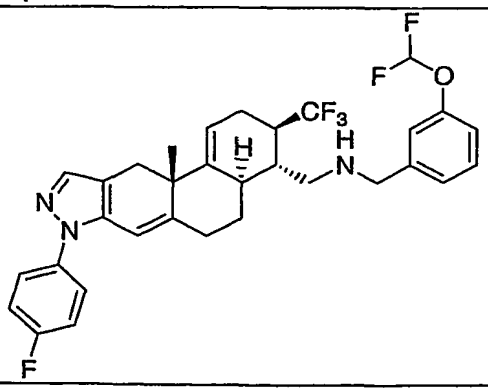
28	
29	
30	
31	
32	

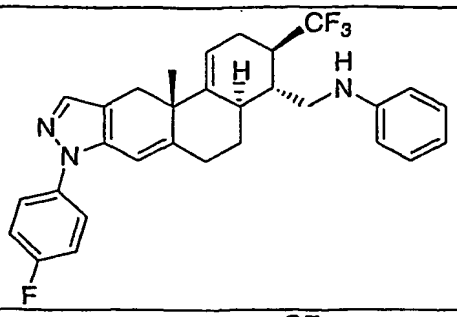
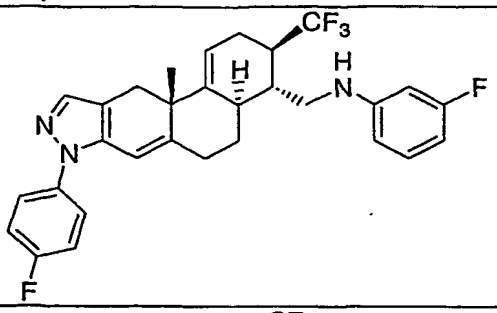
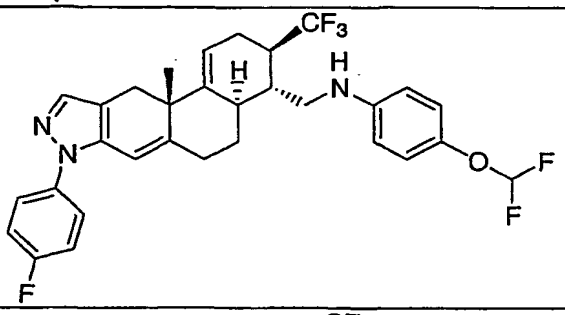
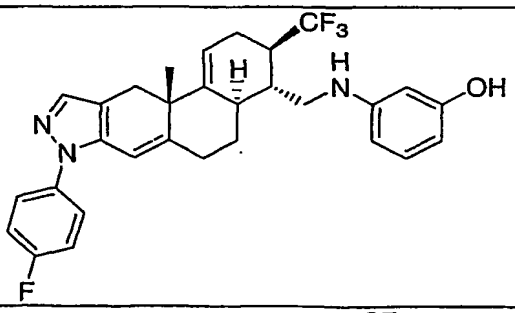
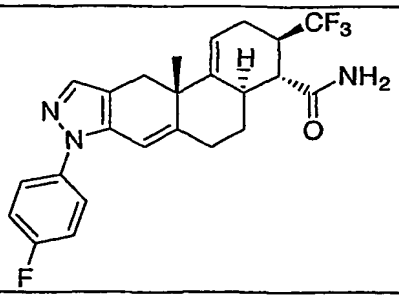
33	
34	
35	
36	
37	

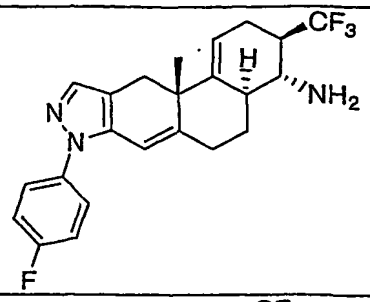
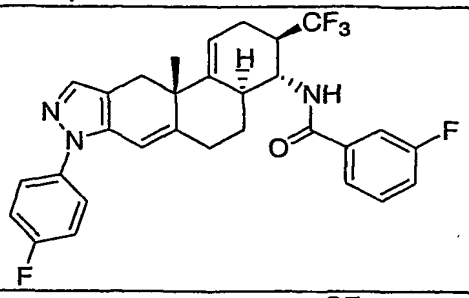
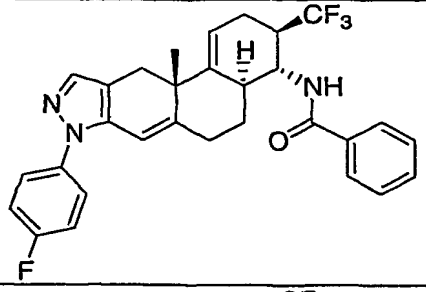
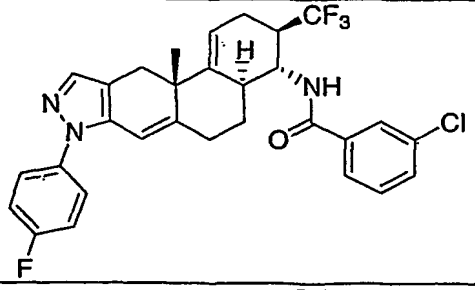
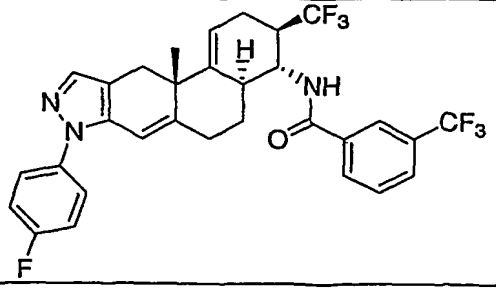
38	
39	
40	
41	
42	

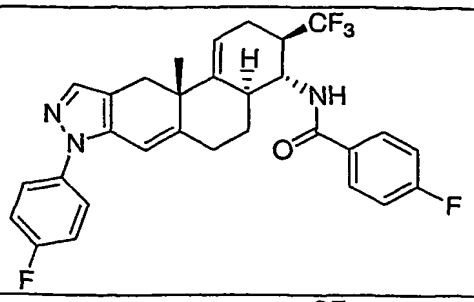
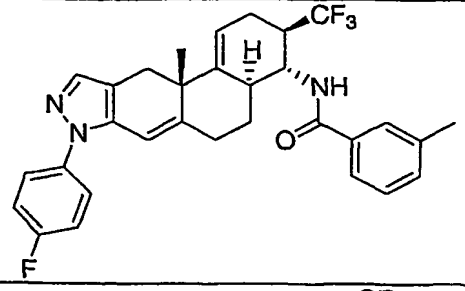
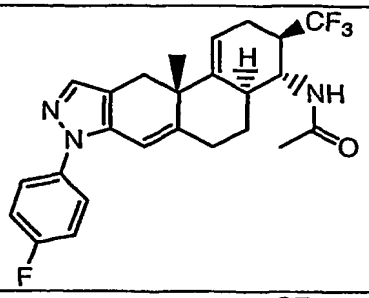
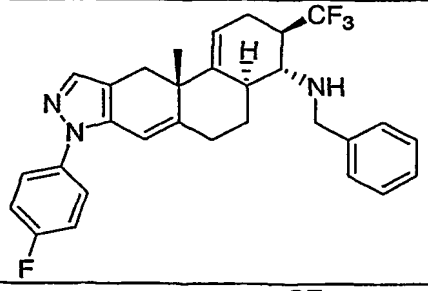
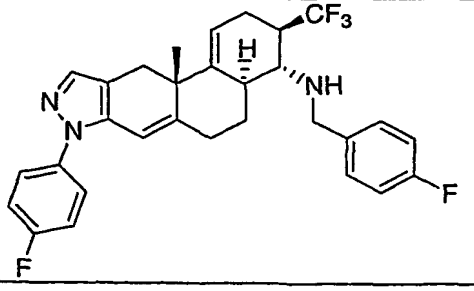
43	
44	
45	
46	
47	

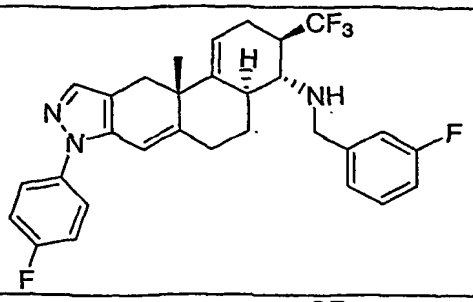
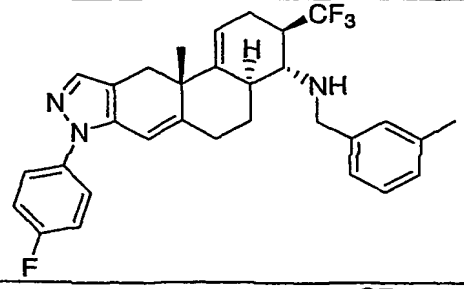
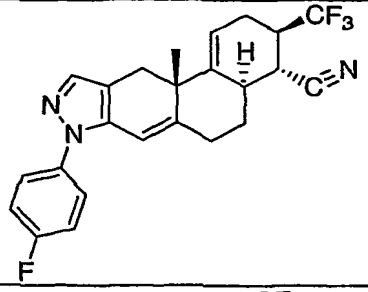
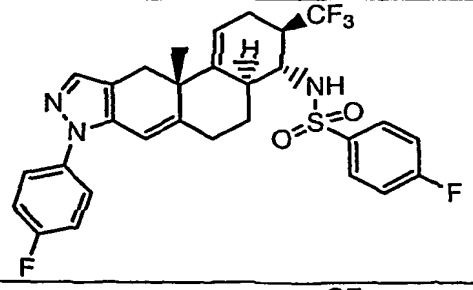
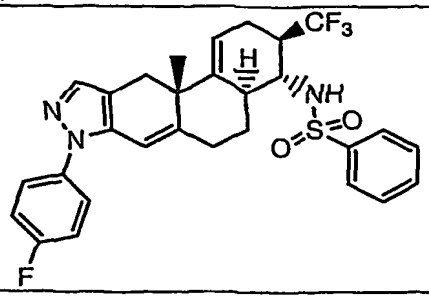
48	
49	
50	
51	
52	

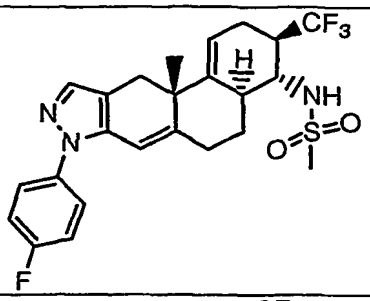
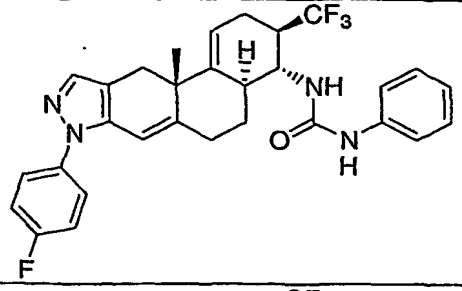
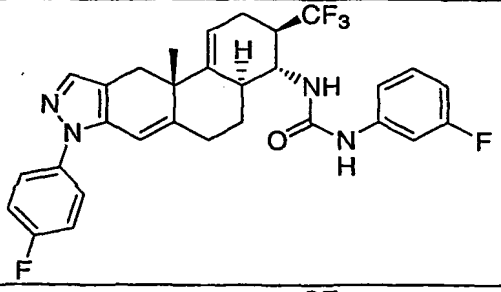
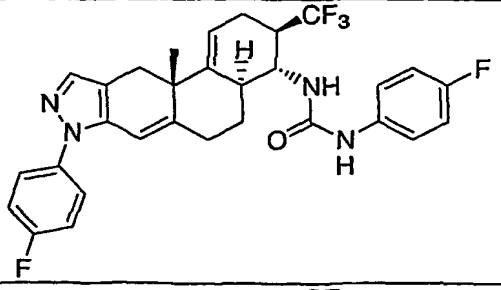
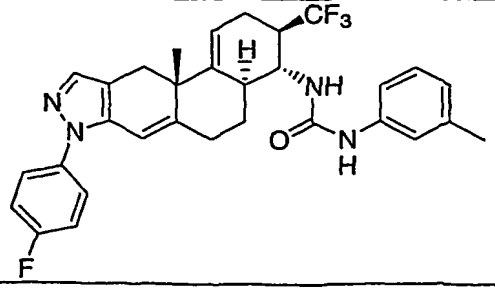
53	
54	
55	
56	

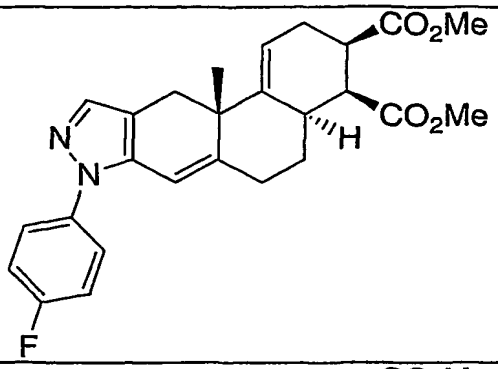
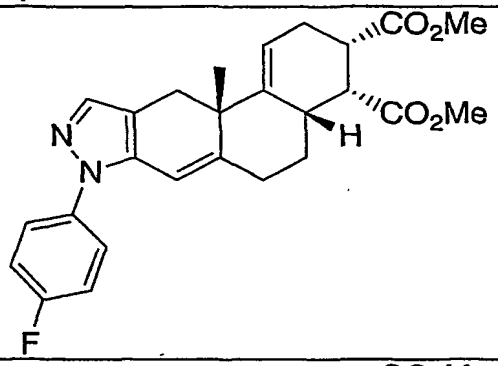
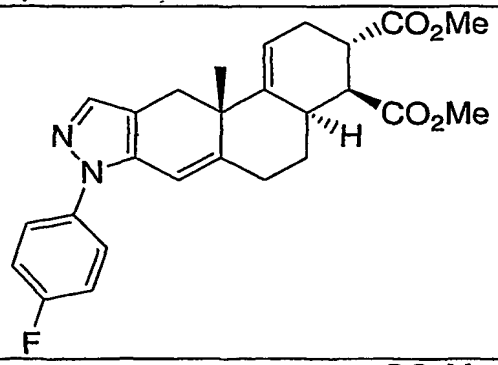
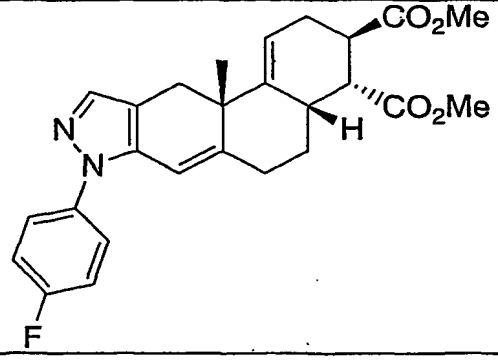
57	
58	
59	
60	
61	

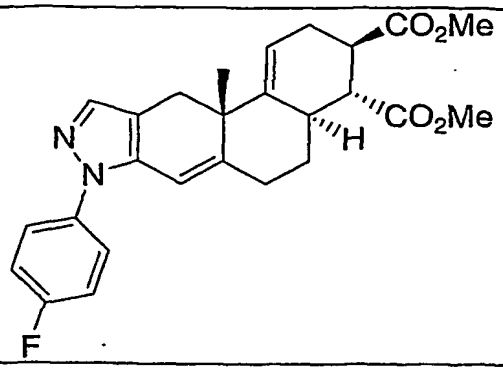
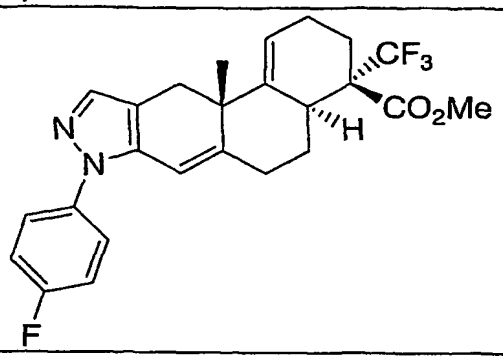
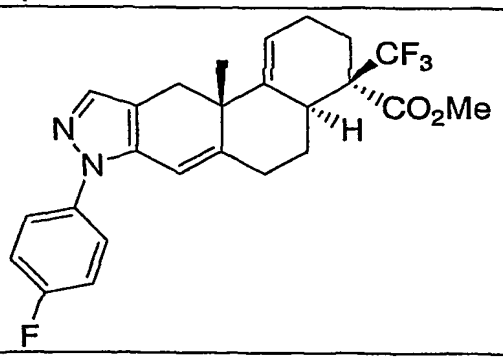
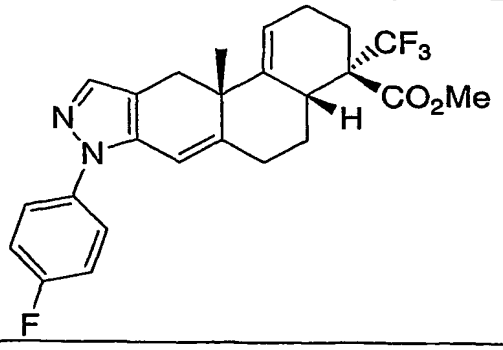
62	
63	
64	
65	
66	

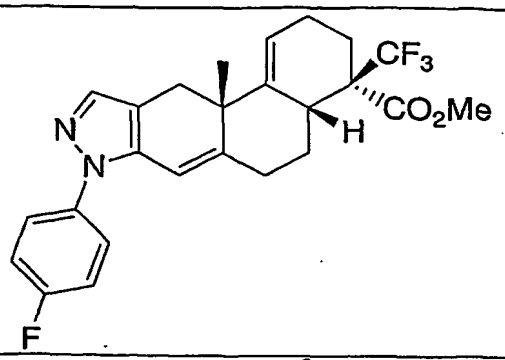
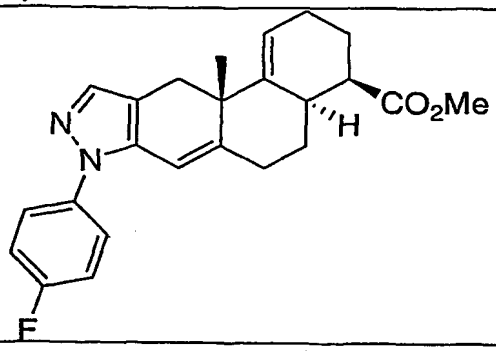
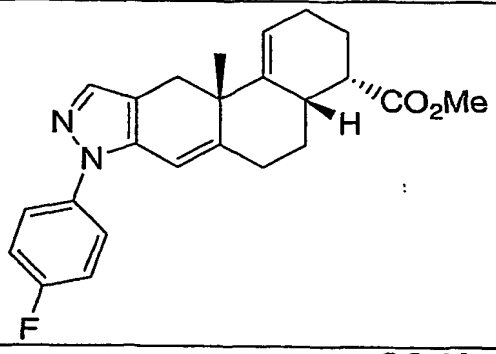
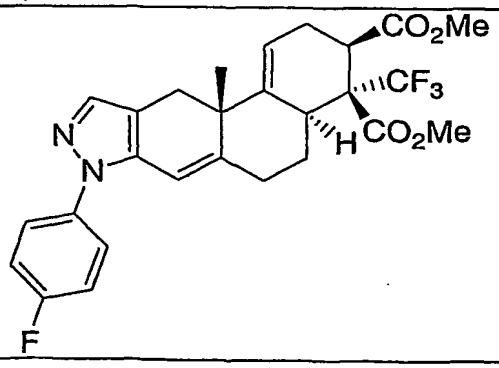
67	
68	
69	
70	
71	

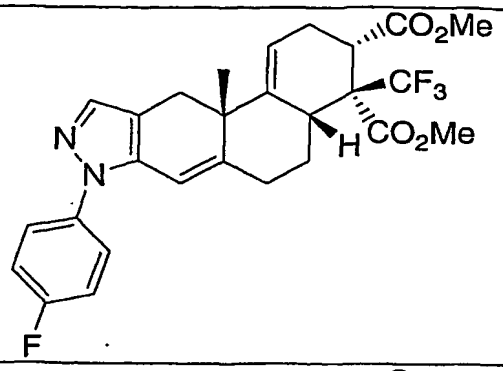
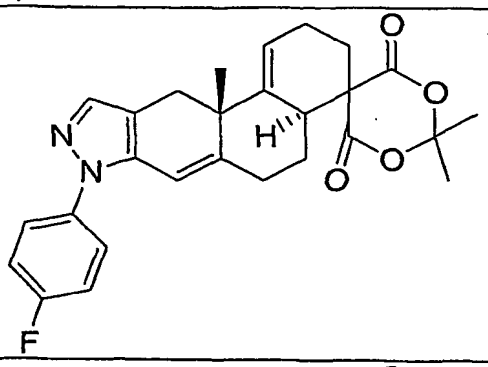
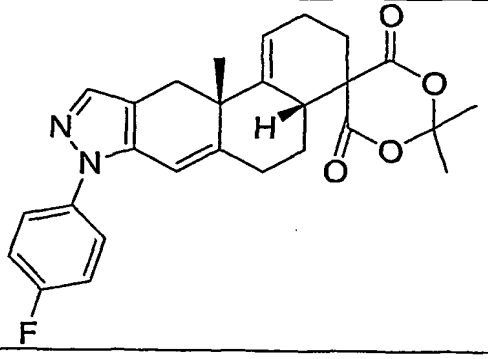
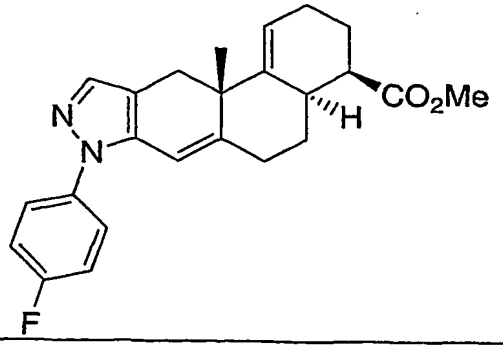
72	
73	
74	
75	
76	

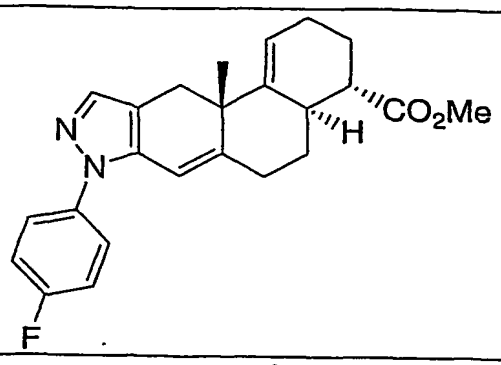
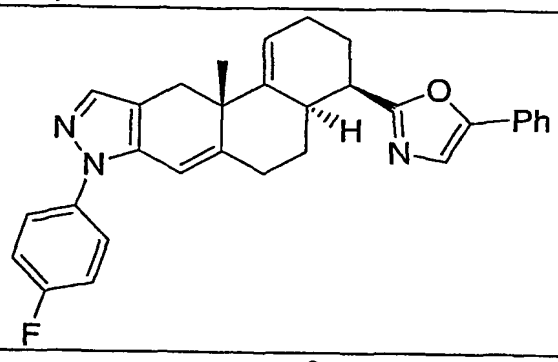
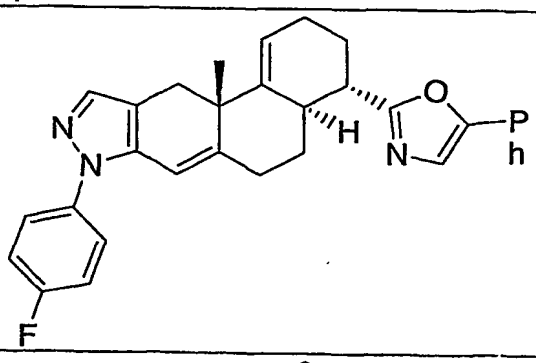
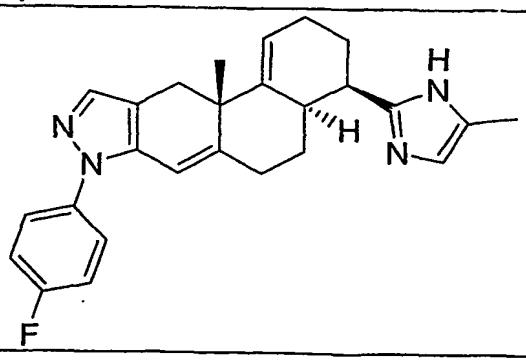
77	
78	
79	
80	
81	

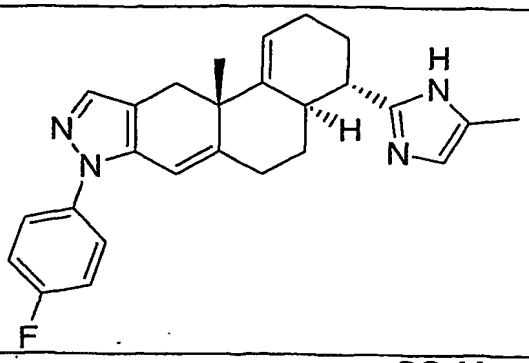
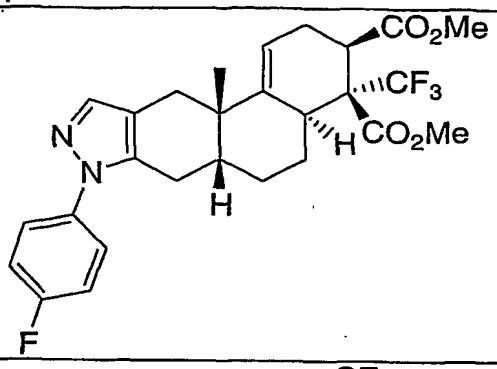
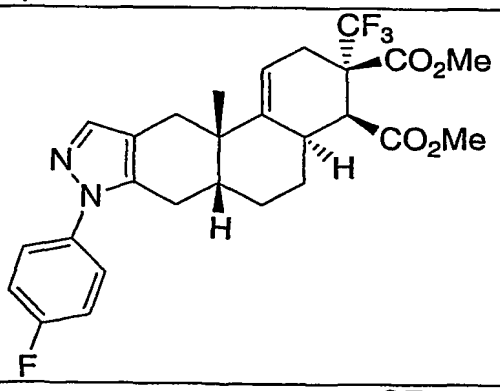
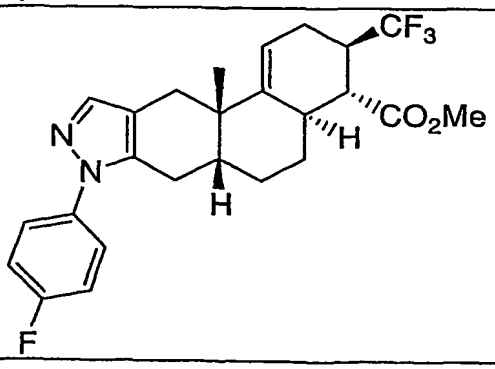
82	
83	
84	
85	

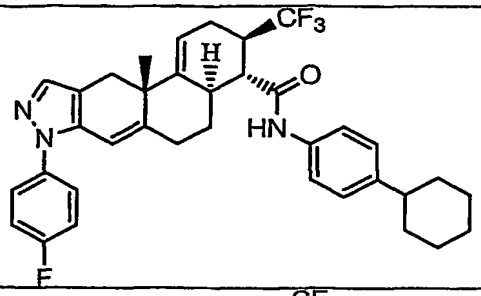
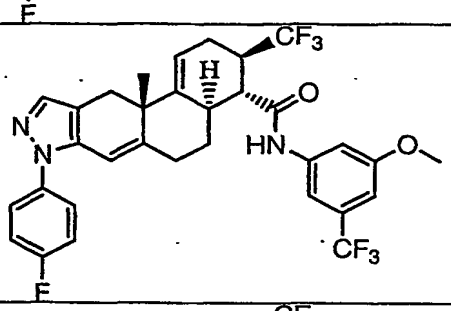
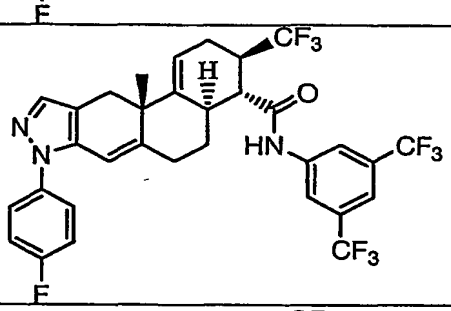
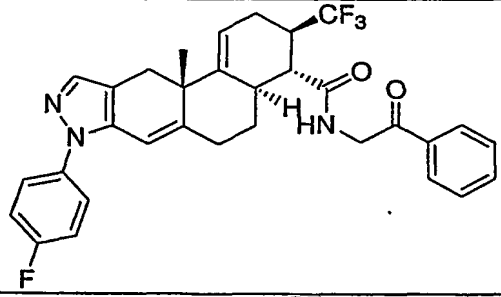
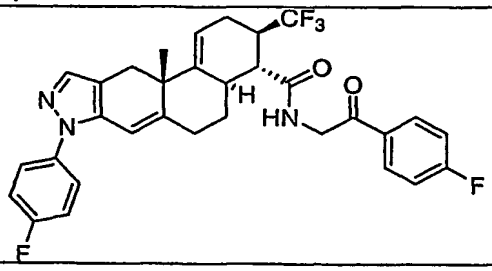
86	
87	
88	
89	

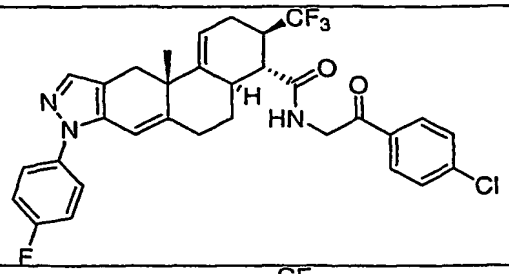
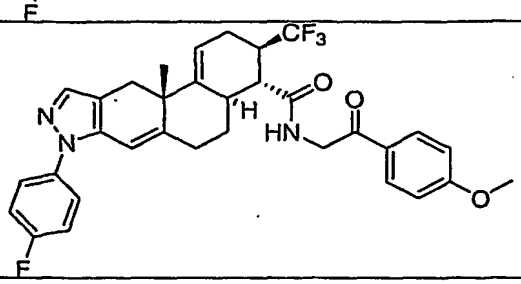
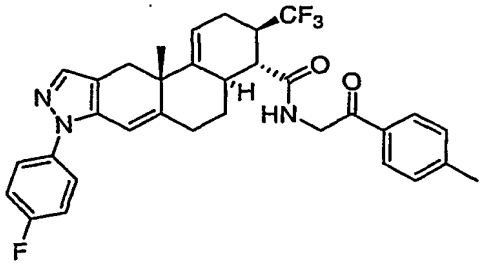
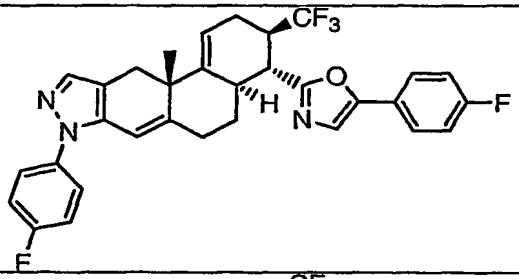
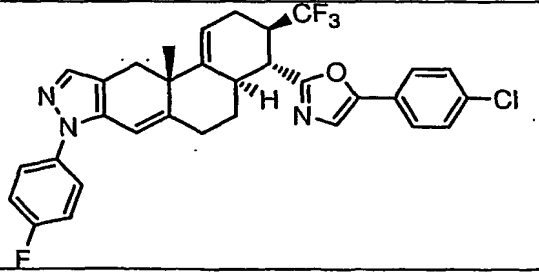
90	
91	
92	
93	

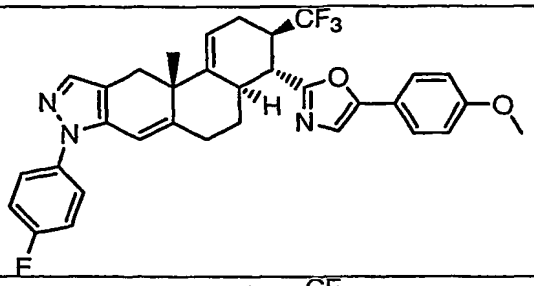
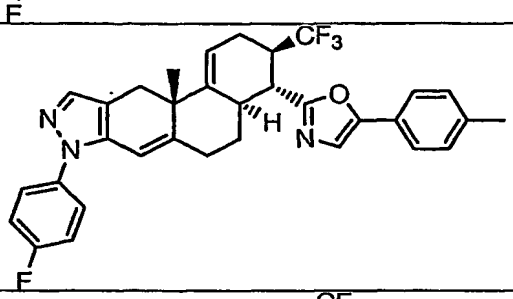
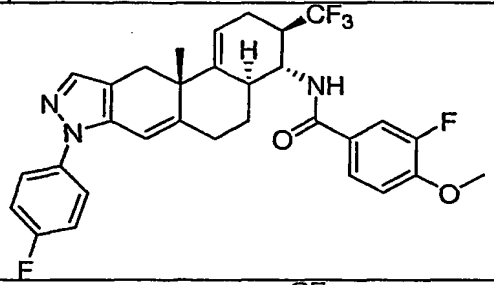
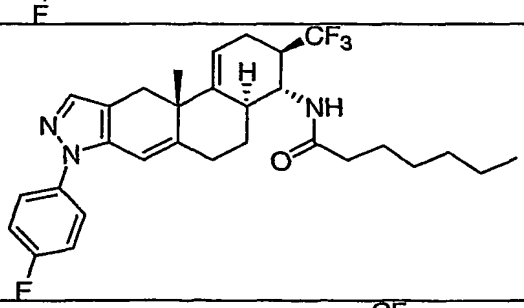
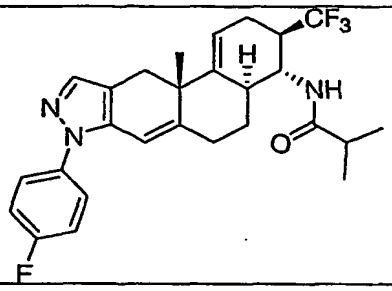
94	
95	
96	
97	

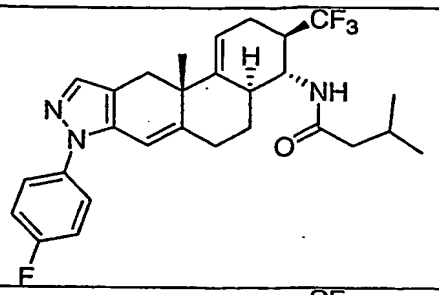
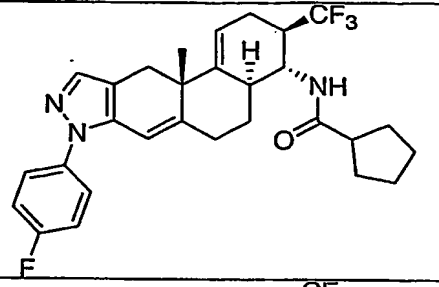
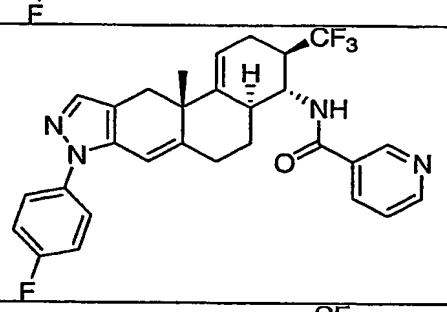
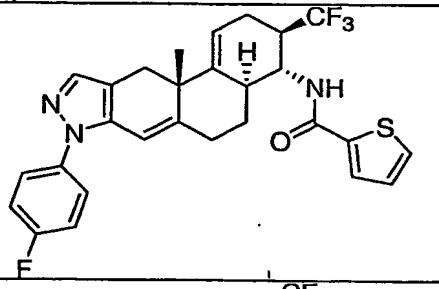
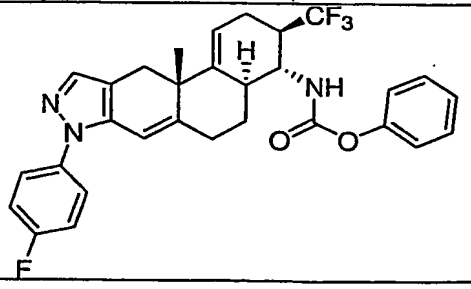
98	
99	
100	
101	

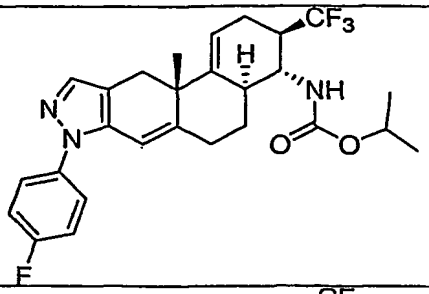
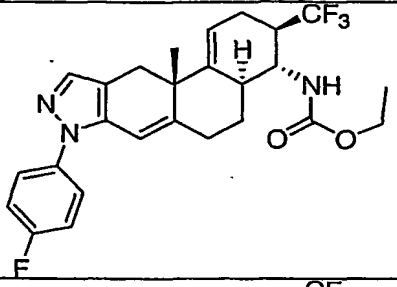
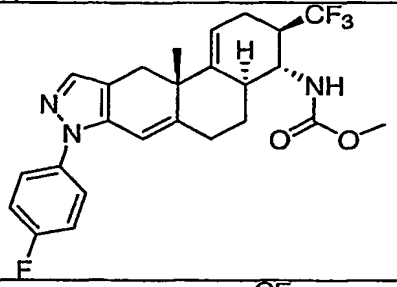
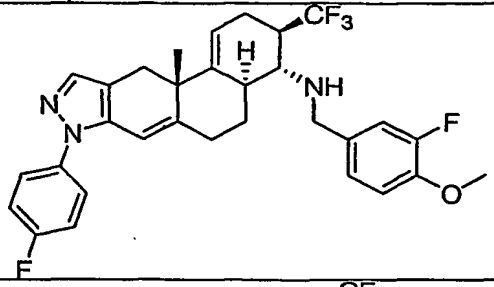
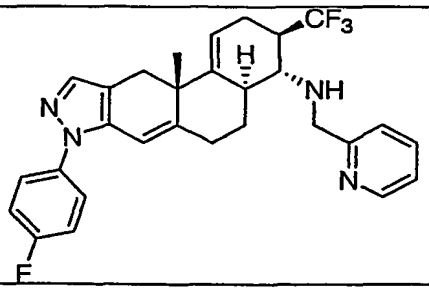
102	
103	
104	
105	

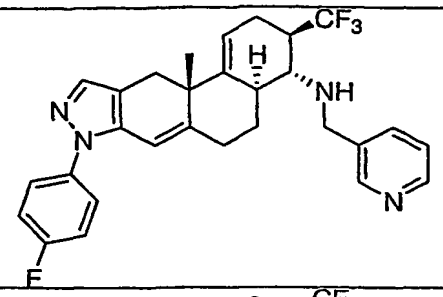
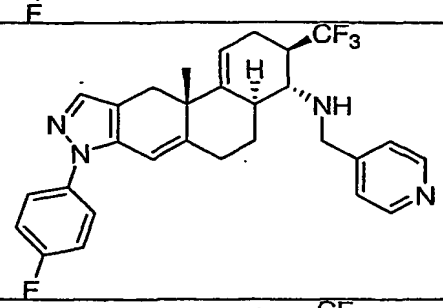
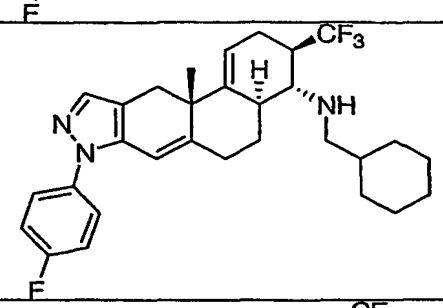
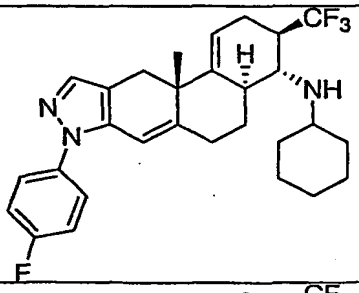
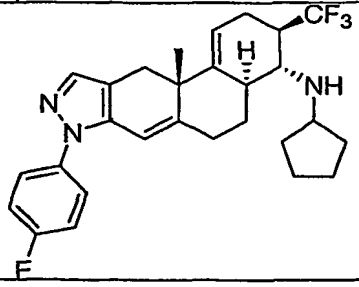
106	
107	
108	
109	
110	

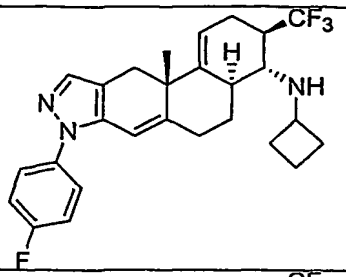
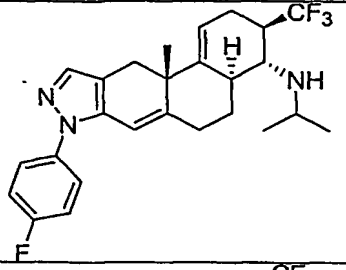
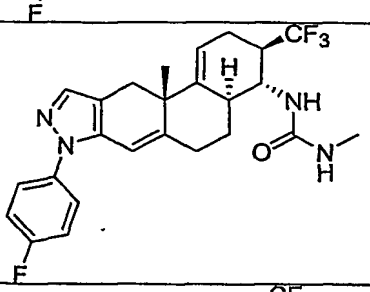
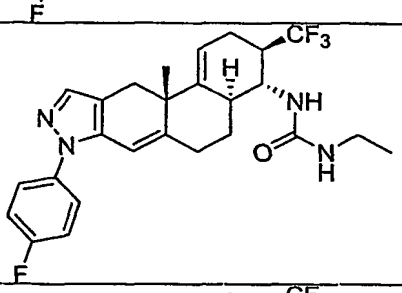
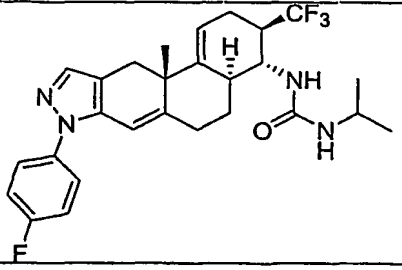
111	
112	
113	
114	
115	

116	
117	
118	
119	
120	

121	
122	
123	
124	
125	

126	
127	
128	
129	
130	

131	
132	
133	
134	
135	

136	
137	
138	
139	
140	

23. A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

24. A method for treating a glucocorticoid receptor mediated disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to Claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

25. The method according to Claim 24 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, leukemias, lymphomas, Cushing's syndrome, acute adrenal insufficiency, congenital adrenal hyperplasia, rheumatic fever, polyarteritis nodosa, granulomatous polyarteritis, inhibition of myeloid cell lines, immune proliferation/apoptosis, HPA axis suppression and regulation, hypercortisolemia, stroke and spinal cord injury, hypercalcemia, hypergylcemia, acute adrenal insufficiency, chronic primary adrenal insufficiency, secondary adrenal insufficiency, congenital adrenal hyperplasia, cerebral edema, thrombocytopenia, Little's syndrome, obesity, metabolic syndrome, inflammatory bowel disease, systemic lupus erythematosus, polyartitis nodosa, Wegener's granulomatosis, giant cell arteritis, rheumatoid arthritis, juvenile rheumatoid arthritis, uveitis, hay fever, allergic rhinitis, urticaria, angioneurotic edema, chronic obstructive pulmonary disease, asthma, tendonitis, bursitis, Crohn's disease, ulcerative colitis, autoimmune chronic active hepatitis, organ transplantation, hepatitis, cirrhosis, inflammatory scalp alopecia, panniculitis, psoriasis, discoid lupus erythematosus, inflamed cysts, atopic dermatitis, pyoderma gangrenosum, pemphigus vulgaris, buflous pemphigoid, systemic lupus erythematosus, dermatomyositis, herpes gestationis, eosinophilic fasciitis, relapsing polychondritis, inflammatory vasculitis, sarcoidosis, Sweet's disease, type I reactive leprosy, capillary hemangiomas, contact dermatitis, atopic dermatitis, lichen planus, exfoliative dermatitus, erythema nodosum, acne, hirsutism, toxic epidermal necrolysis, erythema multiform, cutaneous T-cell lymphoma, Human Immunodeficiency Virus (HIV), cell apoptosis, cancer, Kaposi's sarcoma, retinitis pigmentosa, cognitive performance, memory and learning enhancement, depression, addiction, mood disorders, chronic fatigue syndrome, schizophrenia, sleep disorders, and anxiety.

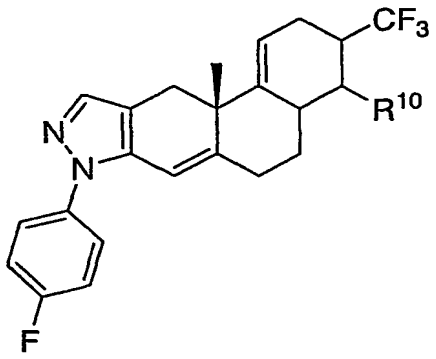
26. The method according to Claim 24 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, Cushing's syndrome, inflammatory bowel disease, systemic lupus

erythematosus, rheumatoid arthritis, juvenile rheumatoid arthritis, hay fever, allergic rhinitis, asthma, organ transplantation, inflammatory scalp alopecia, psoriasis, discoid lupus erythematosus, and depression.

27. A method of selectively modulating the activation, repression, agonism and antagonism effects of the glucocorticoid receptor in a mammal comprising administering to the mammal a compound according to Claim 1 in an amount that is effective to modulate the glucocorticoid receptor.

28. A method of partially or fully antagonizing, repressing agonizing or modulating the glucocorticoid receptor in a mammal comprising administering to the mammal an effective amount of compound according to Claim 1.

29. A compound according to Claim 1 of Formula Id



Id

or a pharmaceutically acceptable salt thereof, wherein

R^{10} is a 5-membered aromatic or non-aromatic mono-cyclic ring containing 1-3 heteroatoms selected from O, S, and N, and

R^{10} is mono-substituted with phenyl, wherein phenyl is optionally substituted with 1-3 substituents independently selected from halo, C_{1-4}alkyl and C_{1-4}alkoxy.

30. The compound according to Claim 29 wherein R^{10} is oxazolyl, oxadiazolyl or thiazolyl.

31. The compound according to Claim 30 wherein R^{10} is oxazolyl.